

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**

**2730 STEMMONS FREEWAY**

**SUITE 813**

**DALLAS, TEXAS 75207**

**(214)267-9110**

**(214)267-9115**

RECORDATION NO. 23865-6 FILE

MAR 17 '03

3:03 PM

March 13, 2003

**SURFACE TRANSPORTATION BOARD**

Secretary  
Surface Transportation Board  
1925 K Street, Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
[B] Indenture Trust Supplement No. 3

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Memorandum of [B] Trust Indenture Supplement No. 3, a primary document, dated as of March 10, 2003, between Trinity Industries Leasing Company (the "Company"), Trinity Industries, Inc. (the "Guarantor") and The Bank of New York, as Trustee (the "Trustee");
2. Two (2) executed originals of a Partial Release of Trust Indenture, a secondary document, dated March 10, 2003, between the Company, Guarantor and the Trustee.
3. Two (2) executed originals of a Memorandum of Leases, a primary document, dated March 10, 2003; and

The enclosed Memorandum of [B] Trust Indenture Supplement No. 3 and Memorandum of Leases referenced in paragraphs 1 and 2, above, relate to the [B] Trust Indenture and Security Agreement dated as of February 15, 2002 and that certain [B] Trust Indenture Supplement No. 1 dated as of February 15, 2002 among the Company, the Guarantor and the Trustee, which was filed and recorded under Recordation Nos. 23867 and 23865, respectively, on February 15, 2002.

The enclosed Partial Release of Trust Indenture referenced in paragraph 3, above, relates to various railcars and the lease thereof subject to the said [B] Trust Indenture and Security

Agreement that were released from the Trust Indenture and assigned by the said Trustee to the Company.

The address of Trinity Industries Leasing Company is 2525 Stemmons Freeway, Dallas, Texas 75207, and the address of the Trustee is 101 Barclay Street, 8th Floor, New York, New York 10286.

The railroad equipment covered by the Supplement to [B] Trust Indenture Supplement No. 3 is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$90.00 to cover the recordation fee.

You are hereby authorized to deliver any unneeded copies of the enclosed documents, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

Very truly yours,

A handwritten signature in dark ink, appearing to read "R. Fogel", with a long horizontal flourish extending to the right.

Richard A. Fogel

RAF/slg  
encl.

cc: Lance Davis (w/o encl.)

**TRINITY INDUSTRIES LEASING COMPANY**  
**Series 2002 Pass Through Trust Certificates**  
**Substitution Information**

**Pool B**

**Replacement Equipment**

| <u>Asset Mark</u> | <u>LesseeName</u>              | <u>Rider</u> | <u>FMV</u> |
|-------------------|--------------------------------|--------------|------------|
| TILX190415        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190416        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190418        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190419        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190420        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190421        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190427        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190428        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190430        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190431        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190435        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190437        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190438        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX190440        | TRANSPORTATION EQUIPMENT, INC. | 1            | 42,413.70  |
| TILX120006        | NORFALCO LLC                   | 1            | 35,345.01  |
| TILX120007        | NORFALCO LLC                   | 1            | 35,345.01  |
| TILX120008        | NORFALCO LLC                   | 1            | 35,345.01  |
| TILX120009        | NORFALCO LLC                   | 1            | 35,345.01  |
| TILX120010        | NORFALCO LLC                   | 1            | 35,345.01  |
| TILX190163        | FRONTIER OIL & REFINING        | 1            | 29,612.45  |
| TILX190164        | FRONTIER OIL & REFINING        | 1            | 29,612.45  |
| TILX190165        | FRONTIER OIL & REFINING        | 1            | 29,612.45  |
| TILX190166        | FRONTIER OIL & REFINING        | 1            | 29,612.45  |
| TILX190167        | FRONTIER OIL & REFINING        | 1            | 29,612.45  |
| TILX220034        | MARATHON ASHLAND               | 15           | 53,454.59  |
| TILX220035        | MARATHON ASHLAND               | 15           | 53,454.59  |
| TILX220036        | MARATHON ASHLAND               | 15           | 53,454.59  |
| TILX220037        | MARATHON ASHLAND               | 15           | 53,754.89  |
| TILX220038        | MARATHON ASHLAND               | 15           | 53,754.89  |
| TILX220039        | MARATHON ASHLAND               | 15           | 53,454.59  |

1,239,907.22

TRINITY INDUSTRIES LEASING COMPANY  
Series 2002 Pass Through Trust Certificates  
Substitution Information

Pool B

Replacement Equipment - Lessee Information

| <u>Lessee Number</u> | <u>Rider</u> | <u>Units</u> |
|----------------------|--------------|--------------|
| 807                  | 1            | 5            |
| 334                  | 15           | 6            |
| 2490                 | 1            | 5            |
| 7835                 | 1            | 14           |

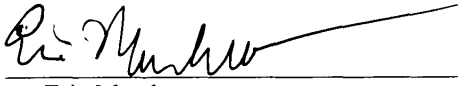
MEMORANDUM OF LEASES

This Memorandum of Leases (this "Memorandum") is made and executed as of March 10, 2003, by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor"), with reference to the following:

1. Lessor is the owner of certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto (the "Equipment") and has leased the Equipment to certain lessees pursuant to the leases identified by the lessee numbers and rider numbers as listed on Exhibit B attached hereto (the "Leases").
2. This Memorandum is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) and the Registrar General of Canada.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY INDUSTRIES LEASING COMPANY

By:   
 Name: Eric Marchetto  
 Title: Vice President

RECORDATION NO. 23865-67 FILED

MAR 17 '03

3-03 PM

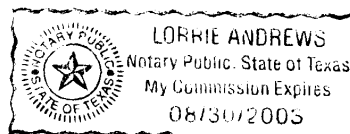
SURFACE TRANSPORTATION BOARD

STATE OF TEXAS            )  
                                       )       SS:  
 COUNTY OF DALLAS        )

On this 10th day of March, 2003, before me personally appeared Eric Marchetto, to me personally known, who being duly sworn, stated that he is Vice President of Trinity Industries Leasing Company, that said instrument was signed on behalf of said corporation by authority of its board of directors or other governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires: 08/30/03

  
 Notary Public



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